

BEFORE THE  
TENNESSEE REGULATORY AUTHORITY

REC'D TH  
EXCISE DIVISION  
FEB 7 PM 3 46  
EXECUTIVE SECRETARY

In the Matter of the Application and )  
Request for Expedited Treatment of )  
DTC COMMUNICATIONS CORP. )  
for a Certificate of Public Convenience and )  
Necessity to Provide Telecommunications )  
Services Within the State of Tennessee )

00-00087

APPLICATION AND  
REQUEST FOR EXPEDITED TREATMENT

DTC Communications Corp. ("DTC"), by its undersigned counsel and pursuant to the provisions of T.C.A. § 65-4-201(a) and Administrative Rules Chapter 1220-4-8, hereby applies for a Certificate of Public Convenience and Necessity to provide telecommunications services within the State of Tennessee. DTC is willing and able to comply with all applicable policies, rules and orders of the Tennessee Regulatory Authority. In support of its application, DTC provides the following information in compliance with Administrative Rule 1220-4-8.04.

**I. Contact Information.**

1. *Name and Address of DTC.* DTC's full name and address is:

DTC Communications Corp.  
111 High Street  
Alexandria, Tennessee 37012-0247  
Telephone: (615) 529-2151  
Facsimile: (615) 529-2194

2. *Information Regarding this Application.* Questions or correspondence regarding this application should be directed to:

Gary M. Brown, Esq.  
Yopp & Sweeney, PLC  
Bank of America Plaza, Suite 1100  
414 Union Street  
Nashville, Tennessee 37219  
Telephone: (615) 313-3325  
Facsimile: (615) 313-3310  
E-Mail: gary.brown@tys.com

POSTED  
2-7-2009

Walk-in  
PAID  
2/7/2009

\$25.00 cl# 15994

3. *DTC Contact.* The name and address of the person at DTC who is responsible for and knowledgeable about DTC's operations is:

H. Wayne Gassaway  
President and Chief Executive Officer  
DTC Communications Corp.  
111 High Street  
Alexandria, Tennessee 37012-0247  
Telephone: (615) 464-2201  
Facsimile: (615) 529-2194

## **II. Information Regarding DTC.**

1. *Background Information.* DTC was incorporated under the laws of the State of Tennessee on October 4, 1999. Copies of DTC's Amended and Restated Charter and Bylaws are attached hereto as Exhibit 1 and Exhibit 2, respectively.

DTC is a wholly owned subsidiary of DeKalb Telephone Cooperative, Inc. (the "Cooperative"), a Tennessee telephone cooperative that was formed on June 26, 1951. The Cooperative provides a broad range of high-quality, low-cost telecommunications services, including local telephone service, long-distance network access and dial-up and dedicated internet access, to residential and commercial customers in several counties in rural Middle Tennessee. The Cooperative is the seventh largest telephone company and the third largest cooperative in Tennessee. The Cooperative's service area encompasses approximately 759 square miles in rural portions of Cannon, DeKalb, Rutherford, Smith and Wilson counties in Tennessee. The Cooperative owns Local Multi-point Distribution System ("LMDS") licenses to operate broadband wireless service in the Cookeville and Clarksville, Tennessee, and Dalton, Georgia markets. The Cooperative's wholly owned subsidiary, Advantage Cellular, Inc. ("Advantage Cellular") provides wireless service to approximately 7,400 wireless subscribers throughout eight Middle Tennessee counties.

DTC has entered into a plan and agreement of merger with the Cooperative which provides for the merger of the Cooperative into DTC. In essence, the merger is a means by which the Cooperative can convert to a for-profit corporation. Upon consummation of the merger, the Cooperative will cease to exist, DTC will assume the assets and liabilities and carry on the business of the Cooperative and

Advantage Cellular will become a wholly owned subsidiary of DTC. At this time, DTC has no specific plans to expand services to counties not currently served by the Cooperative. In addition, DTC's board of directors, management and employees will remain substantially identical to those of the Cooperative. Currently, DTC is not engaged in operations and has no assets or liabilities.

If all of the conditions to the merger are satisfied, the merger is expected to become effective as of 12:01 a.m. March 1, 2000. *Accordingly, DTC respectfully requests expedited treatment of this Application in order to permit the smooth transition of operations from the Cooperative to DTC and the uninterrupted provision of services to customers.*

2. *DTC's Principal Corporate Officers.* The names and addresses of DTC's principal corporate officers responsible for Tennessee local operations are listed in Exhibit 3 to this application.

3. *Status of DTC in Other States.* DTC has not requested authority and is not authorized to operate in any state other than the State of Tennessee. The Cooperative holds, and after the merger DTC will hold, the "B" LMDS license for the Dalton, Georgia market.

### **III. Financial, Managerial and Technical Qualifications.**

Upon consummation of the merger with the Cooperative, DTC will possess the financial, managerial and technical ability to provide telecommunications services in the State of Tennessee as demonstrated below.

1. *Financial Qualifications.* In support of its financial qualifications, DTC submits the audited financial statements of the Cooperative as of December 31, 1997 and 1998 and for the years ended December 31, 1996, 1997 and 1998 and the unaudited financial statements of the Cooperative as of September 30, 1999 and for the nine months ended September 30, 1998 and 1999. These financial statements, and the notes thereto, are contained in pages F-7 through F-28 of the Prospectus/Information Statement attached hereto as Exhibit 4.

As evidenced in these financial statements, DTC will have more than sufficient financial ability to provide telecommunications services upon consummation of the merger. The Cooperative has grown the number of access lines it serves as an incumbent local exchange carrier from 15,720 in 1994 to almost

19,000 in 1999. Total operating revenue has increased from \$13.3 million in 1994 to \$18.1 million in 1998. For the nine months ended September 30, 1999, the Cooperative had total operating revenue of \$15.8 million. The Cooperative's net income has increased from \$2.8 million in 1994 to \$4.4 million in 1998.

As of September 30, 1999, the Cooperative had cash and marketable securities of \$15.8 million, working capital of \$16.0 million and long-term indebtedness of \$22.1 million, net of current maturities. The Cooperative's primary sources of liquidity are cash flows from operations and available borrowings from the Rural Utilities Service of the United States Department of Agriculture ("RUS"). As of September 30, 1999, the Cooperative had available from the RUS an additional \$8.6 million in borrowing capacity. The merger into DTC will not affect the ability to borrow from the RUS. DTC anticipates that cash flow from operations and the available borrowings from the RUS will provide sufficient cash to meet working capital needs, debt service requirements and planned capital expenditures for property and equipment for the foreseeable future.

2. *Managerial Qualifications.* As shown in the biographies set forth in Exhibit 5 attached hereto, DTC has the managerial experience to successfully operate its telecommunications enterprise in Tennessee. It is important to note that the persons who will be responsible for DTC's managerial and day-to-day operations after the merger will be those persons who were responsible for the Cooperative's managerial and day-to-day operations. The Cooperative's General Manager, H. Wayne Gassaway, who has served in that capacity since 1989, is DTC's President and Chief Executive Officer.

3. *Technical Qualifications.* After the merger, DTC will be technically qualified to provide telecommunications services in Tennessee. As the seventh largest telephone company and the third largest cooperative in Tennessee, the Cooperative currently serves residential and business customers in rural portions of Cannon, DeKalb, Rutherford, Smith and Wilson counties in Tennessee. At September 30, 1999, the Cooperative's incumbent local exchange carrier services operated approximately 19,000 access lines, and its subsidiary, Advantage Cellular, offered wireless telephone services to approximately 7,400 subscribers.

The Cooperative has a proven track record for providing high-quality, low-cost services, including local telephone service, long-distance network access, and dial-up and dedicated internet access over a state-of-the-art wireline network. The Cooperative's local telephone service includes basic local, ISDN, DSL and T-1 lines. The Cooperative also provides foreign exchange, private lines and switched data services and installs and maintains Centrex, PBX and key systems for its business customers. In addition, the Cooperative's digital switch platform enables it to offer enhanced services such as voice mail, call waiting, caller identification, automatic redial, call forwarding, three-way calling, speed calling and call tracing. The Cooperative provides dial-up internet access at speeds of up to 56Kbps through basic telephone lines, 128Kbps through ISDN and various higher speeds through dedicated and DSL lines. For more information regarding the technical capabilities of the Cooperative, see the section entitled "DeKalb Telephone Cooperative, Inc." in the Prospectus/Information Statement attached hereto as Exhibit 4.

#### **IV. DTC's Proposed Service Area and Services.**

1. *DTC's Proposed Service Area.* DTC proposes to offer its services upon consummation of the merger in the counties currently served by the Cooperative, including Cannon, DeKalb, Rutherford, Smith and Wilson counties in Tennessee. The wireless services offered by Advantage Cellular will continue to be offered in the Tennessee counties of Smith, DeKalb, Cannon, White, Warren, Coffee, Grundy and Van Buren.

2. *DTC's Proposed Services.* Upon consummation of the merger, DTC proposes to offer substantially identical services as those currently offered by the Cooperative to residential and business customers. These services include local telephone services, long-distance network access, dial-up and dedicated internet access and, through Advantage Cellular, wireless telephone services. DTC proposes to offer a wide range of enhanced calling features such as voice mail, call waiting, caller identification, automatic redial, call forwarding, three-way calling, speed calling and call tracing. DTC's proposed local telephone services include basic local, ISDN, DSL and T-1 lines. In addition, DTC proposes to provide

foreign exchange, private lines and switched data services and to install and maintain Centrex, PBX and key systems for its business customers.

After the merger, DTC plans to continue as successor to the Cooperative in the participation in Tennessee Independent Telecommunications Group, LLC ("TITG"), a new fiber optic wholesale transport telecommunications network founded by the Cooperative and nine other rural Tennessee local exchange carriers. By laying new fiber optic cable where necessary to connect the existing fiber of the ten founding companies, TITG intends to be a carrier's carrier and lease fiber capacity in four initial loops between Nashville and Knoxville, Nashville and Chattanooga, Nashville and Johnson City, and Nashville and Huntsville, Alabama, including a Florence, Alabama connection with Telaplex (a Mississippi transport carrier).

#### **V. Description of Operations and Regulatory Compliance.**

1. *Statement of Compliance.* DTC agrees to abide by all applicable statutes and all applicable orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

2. *Small and Minority-Owned Telecommunications Business Participation Plan.* A copy of DTC's Small and Minority-Owned Telecommunications Business Participation Plan is attached hereto as Exhibit 6.

3. *Customer Service Information.* Customers with inquiries regarding DTC's services and billing may call DTC's customer service department at (615) 529-2955 or toll free at (800) 367-4274 during normal business hours. These telephone numbers are printed on each customer's monthly telephone bill.

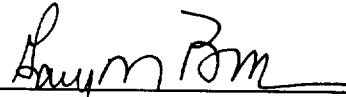
4. *Repair and Maintenance Information.* Customers of DTC who are located within the service area may report service problems requiring repair or maintenance by dialing 611 or 529-2951. DTC will respond to repair and maintenance calls promptly and, where necessary, dispatch a service technician as soon as possible. If either of these telephone numbers is dialed after normal business hours, DTC's answering service will contact the supervisor on call to resolve the matter. The supervisor on call will analyze the situation and either dispatch a service technician immediately, in an emergency, or as

soon as possible during normal business hours, in a non-emergency. Customers also may report service problems during normal business hours by dialing (800) 367-4274. This number will not connect to the answering service after normal business hours.

**VI. Conclusion.**

For the foregoing reasons, DTC Communications Corp. respectfully requests that the Tennessee Regulatory Authority approve, on an expedited basis, its application for a Certificate of Public Convenience and Necessity to provide telecommunications services in certain counties in the State of Tennessee.

Respectfully Submitted,



Gary M. Brown  
YOPP & SWEENEY, PLC  
Bank of America Plaza, Suite 1100  
414 Union Street  
Nashville, Tennessee 37219  
Telephone: (615) 313-3325  
Facsimile: (615) 313-3310  
E-Mail: [gary.brown@tys.com](mailto:gary.brown@tys.com)

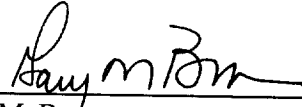
Counsel for DTC Communications Corp.

Dated: February 7, 2000

VERIFICATION

STATE OF TENNESSEE     )  
                                      )  
COUNTY OF DAVIDSON    )

Gary M. Brown, being first duly sworn, deposes and says: That he is the legal counsel for DTC Communications Corp., the applicant in the above proceeding; that he has read the foregoing application, and knows the contents thereof; and that he is authorized by DTC Communications Corp. to verify that the contents of the application are true.



Gary M. Brown  
Yopp & Sweeney, PLC  
Bank of America Plaza, Suite 1100  
414 Union Street  
Nashville, Tennessee 37219  
(615) 313-3325

Subscribed and sworn to before me this  
7<sup>th</sup> day of February, 2000



Notary Public  
State of Tennessee

My commission expires: May 28, 2003

DTC Communications Corp.

Exhibit 1

Amended and Restated Charter

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/21/99  
REQUEST NUMBER: 3755-1956  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 10/21/99 1159  
EFFECTIVE DATE/TIME: 10/21/99 1630  
CONTROL NUMBER: 0377980

TO:  
TUKE YOPP & SWEENEY  
414 UNION ST

NASHVILLE, TN 37219

RE:  
DTC COMMUNICATIONS CORP.  
AMENDED AND RESTATED CHARTER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

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FOR: AMENDED AND RESTATED CHARTER

ON DATE: 10/21/99

FROM:  
TUKE YOPP & SWEENEY (NATIONSBANK/UNION)  
414 UNION ST  
SUITE 1100  
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002563177  
ACCOUNT NUMBER: 00237228



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**FILLED**

RECEIVED  
STATE OF TENNESSEE

**AMENDED AND RESTATED CHARTER  
OF**

**DTC COMMUNICATIONS CORP.**

Pursuant to the Tennessee Business Corporation Act ("TBCA"), the undersigned Corporation hereby amends and restates its Charter in its entirety and adopts the following as its Charter:

89 OCT 21 AM 11:50  
RILEY DARNELL  
SECRETARY OF STATE

**ARTICLE I  
NAME**

The name of this Corporation is DTC Communications Corp.

**ARTICLE 2  
INITIAL REGISTERED OFFICE/AGENT AND PRINCIPAL OFFICE**

The address of the Corporation's registered office in the State of Tennessee is Tuke Yopp & Sweeney, PLC, Bank of America Plaza Suite 1100, 414 Union Street, Nashville, Davidson County, Tennessee 37219. The name of the registered agent at such address is Gary M. Brown. The Corporation's principal office is located at 111 High Street, Alexandria, DeKalb County, Tennessee 37012-0247.

**ARTICLE 3  
INCORPORATOR**

The name and address of the incorporator is Christine L. Connolly, Tuke Yopp & Sweeney, PLC, Bank of America Plaza Suite 1100, 414 Union Street, Nashville, Tennessee 37219.

**ARTICLE 4  
FOR PROFIT**

The Corporation is for profit.

**ARTICLE 5  
POWERS**

The Corporation shall have the power and authority to carry on any business permitted by, and to have and exercise all of the powers and rights conferred by, the TBCA, as amended from time to time, or any successor provisions.

**ARTICLE 6  
SHARES**

The maximum number of shares of stock that the Corporation shall have the authority to issue is one hundred ninety-nine million (199,000,000) shares of Class A Voting Common Stock, one million (1,000,000) shares of Class B Non-Voting Common Stock and twenty million (20,000,000) shares of Preferred Stock.

6.1. The Class A Voting Common Stock shall have no par value per share, and when issued and outstanding, shall have unlimited voting rights, and shall be entitled to receive equally with the Class B Non-Voting Common Stock the net assets of the Corporation upon dissolution.

6.2. The Class B Non-Voting Common Stock shall have no par value per share, and when issued and outstanding, shall have no voting rights, except as may be required by the TBCA as it exists on the date hereof, and shall be entitled to receive equally with the Class A Voting Common Stock the net assets of the Corporation upon dissolution.

98.3 OCT 21 AM 11:50  
With respect to shares designated and classified as Preferred Stock, the Board of Directors of the Corporation, pursuant to Section 48-16-102 of the TBCA, are authorized to establish and to determine, in whole or in part, to the full extent permitted by Tennessee law and within the limits set forth in Section 48-16-101 of the TBCA, the preferences, limitations and relative rights of the Preferred Stock or any series of Preferred Stock. The Board of Directors may authorize one or more series of Preferred Stock with preferences, limitations and relative rights, including, but not limited to: (i) special, conditional or limited voting rights, or no right to vote, except to the extent limits or conditions are prohibited by the TBCA; (ii) characteristics as redeemable or convertible; (iii) distributions to the shareholders calculated in any manner, including, but not limited to, dividends that may be cumulative, noncumulative, or partially cumulative; (iv) preferences over any class of shares with respect to distributions, including, but not limited to, dividends and distributions, upon dissolution of the Corporation; or (v) specification and changes in the specification of par values. In accordance with Section 48-16-101 of the TBCA, the foregoing list of designations, preferences, limitations and relative rights is not exhaustive.

6.4. Before issuing any shares or any series of Preferred Stock pursuant to Article 6.3 of this Charter, the Corporation must deliver to the Secretary of State of the State of Tennessee for filing articles of amendment, which are effective without shareholder action, that set forth: (i) the name of the Corporation; (ii) the text of the amendment fixing the terms of the class or series of shares; (iii) a statement that the amendment was duly adopted by the Board of Directors; and (iv) the date it was adopted.

6.5. The Board of Directors may declare and issue a share dividend consisting of one class or series of stock of the Corporation with respect to the shares of the same or another class or series of stock of the Corporation.

## ARTICLE 7 AMENDMENT OF CHARTER AND BYLAWS

7.1. This Charter and any Article contained herein may be amended, altered, changed or repealed in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, any reduction in the maximum number of shares the Corporation may issue under Article 6 of this Charter and any amendment, alteration, change or repeal of Articles 6.3, 7, 8, 10 or 11 of this Charter may only be taken by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the Corporation's outstanding capital stock entitled to vote on such matters, voting together as a single class (it being understood that for purposes of this Article 7, each share of voting stock shall be entitled to the number of votes granted to it by law or pursuant to Article 6 of this Charter), unless such amendment, alteration, change or repeal has previously been expressly approved by the Board of Directors by the affirmative vote or consent of at least sixty-six and two-thirds percent (66-2/3%) of the number of directors then in office. In addition, and notwithstanding the foregoing, Article 9 of this Charter only may be amended, altered, changed or repealed as provided in Article 9.4.

7.2. The Board of Directors shall have the power to make, amend, alter, change or repeal the by-laws (except in so far as the by-laws adopted by the shareholders shall otherwise provide). Any by-laws made by the directors under the powers conferred hereby may be amended, altered, changed or

repealed by the directors or by the shareholders. Notwithstanding the foregoing or anything contained in this Charter to the contrary, Section 2.2 of Article 2, Sections 4.4 and 4.5 of Article 4, Sections 6.7 and 6.8 of Article 6, Article 9 and Article 12 of the by-laws (or the successor provisions to such sections of the by-laws) shall not be amended, altered, changed or repealed and no provision inconsistent therewith shall be adopted without the affirmative vote of the holders of at least eighty percent (80%) of the shares of the Corporation's outstanding capital stock entitled to vote, voting together as a single class (it being understood that for purposes of this Article 7, each share of voting stock shall be entitled to the number of votes granted to it by law or pursuant to Article 6 of this Charter), unless such amendment, alteration, change or repeal has previously been expressly approved by the Board of Directors by the affirmative vote or consent of at least sixty-six and two-thirds percent (66-2/3%) of the number of directors then in office.

## **ARTICLE 8 DIRECTORS**

8.1. The number of directors to constitute the Board of Directors shall be fixed, from time to time, at not less than one (1) nor more than fifteen (15), by resolution of the Board of Directors adopted by the vote or consent of at least sixty-six and two-thirds percent (66-2/3%) of the number of directors then in office. The directors shall be divided into three classes: Class I, Class II and Class III; and the number of directors in such classes shall be as nearly equal as possible. The term of office of the initial Class I directors shall expire at the annual meeting of shareholders of the Corporation in 2000; the term of office of the initial Class II directors shall expire at the annual meeting of shareholders of the Corporation in 2001; and the term of office of the initial Class III directors shall expire at the annual meeting of shareholders of the Corporation in 2002; or in each case until their respective successors were duly elected and qualified. At each annual election held after 2000 the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed and shall be elected for a term of three (3) years expiring at the third succeeding annual meeting or thereafter until their respective successors are duly elected and qualified. If the number of directors is changed, any increase or decrease in the number of directors shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible.

8.2. Any vacancy on the Board of Directors (whether such vacancy is caused by death, resignation or removal for cause, or is the result of a newly created directorship) shall be filled by a majority of the directors then in office. Any director elected to fill a vacancy in any class (whether such vacancy is caused by death, resignation or removal for cause, or is the result of an increase in the number of directors in such class) shall hold office for a term which shall expire with the term of the directors in such class.

8.3. No director may be removed without cause from office during such director's term of office. At a meeting called expressly for that purpose, any director may be removed by the shareholders for cause by the affirmative vote of the holders of at least eighty percent (80%) of the shares entitled to vote at an election of directors, voting together as a class.

## **ARTICLE 9 BUSINESS COMBINATIONS**

9.1. In addition to any affirmative vote required by law, this Charter or the by-laws of the Corporation, and except as otherwise expressly provided in Article 9.2 of this Charter, a Business Combination (as hereinafter defined) may not be consummated or effected unless such transaction shall first have received the affirmative vote of the holders of at least eighty percent (80%) of the voting power of the then outstanding shares of capital stock of the Corporation, voting together as a single class (the

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“Voting Stock”) (it being understood that for the purposes of this Article 9, each share of Voting Stock shall be entitled to the number of votes granted to it by law or pursuant to Article 6 of this Charter). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage or separate class vote may be specified, by or pursuant to law, this Charter, the by-laws or any agreement.

99 OCT 21 AM 11:50  
9.2. Article 9.1 of this Charter shall not be applicable to a Business Combination, and such Business Combination shall require only the affirmative vote (if any) as required by law or otherwise, if the Business Combination shall have been expressly approved by the affirmative vote or consent of at least sixty-six and two-thirds percent (66-2/3%) of the Continuing Directors (as hereinafter defined). In determining whether or not to approve any such Business Combination, the Board of Directors shall give due consideration to all factors the Board may consider relevant, including, but not limited to:

(a) the legal and economic effects on the customers of the Corporation and its subsidiaries, on the communities and geographic areas in which the Corporation and its subsidiaries operate or are located, and on any of the businesses and properties of the Corporation and its subsidiaries; and

(b) the adequacy of the consideration offered in relation not only to the current market price of the outstanding securities of the Corporation, but also to the current value of the Corporation in a freely negotiated transaction and the Board of Directors' estimate of the future value of the Corporation (including, but not limited to, the unrealized value of its properties and assets) as an independent going concern.

9.3. For the purposes of this Article 9:

(a) A “Business Combination” shall mean:

(1) any merger, consolidation or exchange of shares of capital stock of the Corporation or any Subsidiary (as hereinafter defined) with or into any Interested Person (as hereinafter defined) or any other corporation or entity (whether or not it is an Interested Person) which is, or after such merger, consolidation or exchange of shares would be, an Interested Person or an Affiliate (as hereinafter defined) of an Interested Person, regardless of the surviving entity;

(2) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with an Interested Person of any Affiliate of any Interested Person (in a single transaction or a series of related transactions) other than in the ordinary course of business, of all or a substantial part of the assets of the Corporation or of any Subsidiary, or both;

(3) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with the Corporation or any Subsidiary (in a single transaction or a series of related transactions) other than in the ordinary course of business, of all or a substantial part of the assets of an Interested Person or any Affiliate of an Interested Person, or both;

(4) any issuance or transfer by the Corporation or any Subsidiary of any securities of the Corporation or any Subsidiary to an Interested Person or any Affiliate of an Interested Person (other than an issuance or transfer of securities which is effected on a pro rata basis to all shareholders of the Corporation);

(5) any acquisition by the Corporation or any Subsidiary, other than in the ordinary course of business, of any securities of an Interested Person or any Affiliate of an Interested Person;

(6) any recapitalization or reclassification of shares of any class of capital stock of the Corporation or any Subsidiary, or any merger or consolidation of the Corporation with any Subsidiary (whether or not involving an Interested Person), which transaction would have the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of capital stock of the Corporation (or any securities convertible into any class of such capital stock) with respect to which an Interested Person or an Affiliate of an Interested Person is the Beneficial Owner (as hereinafter defined);

(7) any merger or consolidation of the Corporation with any Subsidiary, if the provisions of this Article 9 shall not be contained in the charter of the surviving entity;

(8) any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Person of an Affiliate of an Interested Person; or

(9) any agreement, contract, plan, proposal or other arrangement providing for any of the foregoing.

(b) An "Interested Person" shall mean any individual, partnership, firm, corporation or other entity (other than the Corporation or any Subsidiary, or any profit-sharing employee stock ownership or other employee benefit plan established by the Corporation or any Subsidiary, or any trustee of, or fiduciary with respect to, any such plan when acting in such capacity) who or which, directly or indirectly, together with any of his or its Affiliates and Associates (as hereinafter defined), is, or at any time within the one-year period immediately prior to the date in question was, the Beneficial Owner of five percent (5%) or more of the voting power of the outstanding Voting Stock (it being understood that for the purposes of this Article 9, each share of the Voting Stock shall be entitled to the number of votes granted to it by law or pursuant to Article 6 of this Charter).

(c) A "Subsidiary" shall mean any corporation of which a majority of its capital stock is directly or indirectly owned by the Corporation.

(d) The term "Beneficial Owner" shall have the meaning ascribed to such term by Rule 13d-3 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

(e) The terms "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

(f) The term "Continuing Director" shall mean any member of the Board of Directors of the Corporation, while such person is a member of the Board, who is not an Affiliate or Associate or representative of the Interested Person and was a member of the Board prior to the time that the Interested Person became an Interested Person, and any successor of a Continuing Director, while such successor is a member of the Board, who is not an Affiliate or

Associate or representative of the Interested Person and is recommended or elected to succeed the Continuing Director by a majority of Continuing Directors.

9.4. Notwithstanding any other provision of this Charter or the by-laws of the Corporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law, this Charter or the by-laws of the Corporation), the affirmative vote of the holders of not less than eighty percent (80%) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock, voting together as a single class, shall be required to make, alter, amend, change, add to or repeal any provisions inconsistent with this Article 9; provided, however, that such eighty percent (80%) vote shall not be required for any amendment, repeal or addition unanimously recommended by the Board if not less than three-fourths of those directors who have voted in favor thereof are persons who would be eligible to serve as Continuing Directors.

## ARTICLE 10 EXCULPATION; INDEMNIFICATION

10.1. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) under Section 48-18-304 of the TBCA. If the TBCA later is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability initially provided in this Charter, shall be limited to the fullest extent permitted by the amended TBCA. This Article 11 shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Charter became effective, if such a limitation or elimination of liability of a director for those acts or omissions is prohibited by the TBCA as then in effect. Any repeal or modification of this Article 11 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

10.2. (a) The Corporation shall have the power to indemnify any director, officer, employee, agent of the Corporation or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) to the fullest extent permitted by the TBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), and such indemnification may continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the affected person.

(b) By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in amounts the Board of Directors deems appropriate, to protect itself and any director, officer, employee or agent of the Corporation or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) against any expense, liability or loss asserted against or incurred by such person in such capacity or arising out of such status (including, but not limited to, expenses, judgments, fines, any excise taxes assessed on a person with respect to any employee benefit plan, and amounts paid in settlement) to the fullest extent permitted by the TBCA as it exists or later may be amended, and whether or not the Corporation would have the

power to indemnify such person against such expense, liability or loss under the terms of any agreement or bylaw or the TBCA.

RECEIVED  
STATE OF TENNESSEE

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## ARTICLE 11 SHAREHOLDERS

11.1. Any action required or permitted to be taken by the shareholders of the Corporation shall be effected at a duly called annual or special meeting of shareholders.

11.2. In addition to the ability of the Board of Directors to call a special meeting as provided in the Bylaws of this Corporation, the holders of at least twenty percent (20%) of all of the votes entitled to be cast on any issue to be considered at a proposed special meeting may sign, date and deliver to the Corporation's Secretary one (1) or more written demands for the special meeting describing the purpose or purposes for which it is to be held. Upon receipt by the Secretary of such a demand(s), the Secretary shall call a special meeting in accordance with the by-laws of the Corporation and Tennessee law.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Charter of the Corporation in accordance with the laws of the State of Tennessee, does make, file and record this Amended and Restated Charter and does certify that the facts herein stated are true, as of this 21 day of October, 1999.

DTC COMMUNICATIONS CORP.

By: Wayne Gassaway  
Wayne Gassaway, Chief Executive Officer

1999 OCT 21 11:50  
RECEIVED  
STATE OF TENNESSEE  
ALEX DARNELL  
SECRETARY OF STATE

**CERTIFICATE**

Pursuant to § 48-20-107 of the Tennessee Business Corporation Act, DTC Communications Corp. (the "Corporation") hereby certifies that the attached Amended and Restated Charter contains an amendment to the Charter requiring shareholder approval and that the Amended and Restated Charter was duly adopted by an action by joint written consent of the board of directors and sole shareholder of the Corporation on October 21, 1999.

Witness my hand this 21 day of October, 1999.

DTC COMMUNICATIONS CORP.

By: Wayne Gassaway  
Wayne Gassaway, Chief Executive Officer

**DTC Communications Corp.**

**Exhibit 2**

**Bylaws**

**BYLAWS  
OF  
DTC COMMUNICATIONS CORP.**

**ARTICLE 1  
OFFICES**

Section 1.1. Tennessee Office. The principal office of the Corporation in the State of Tennessee shall be located in the City of Alexandria, County of DeKalb.

Section 1.2. Other Offices. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

**ARTICLE 2  
BOARD OF DIRECTORS**

Section 2.1 Qualification and Election. The business and affairs of the Corporation shall be managed by a Board of Directors. Directors need not be shareholders or residents of the State of Tennessee but must be of legal age. At an annual meeting of the shareholders (or a special meeting called for that purpose), a plurality of the votes cast which were entitled to vote shall elect the directors. Each director shall hold office until the expiration of the term for which he or she is elected, and thereafter until a successor has been elected and qualified.

Section 2.2 Number and Tenure. The number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by at least sixty-six and two thirds percent (66-2/3%) of the Board of Directors. The directors shall be divided, with respect to the time for which they severally hold office, into three (3) classes, as nearly equal in size as possible, with the term of office of the first class to expire at the 2000 annual meeting of shareholders, the term of office of the second class to expire at the 2001 annual meeting of shareholders and the term of office of the third class to expire at the 2002 annual meeting of shareholders, with each director to hold office until his or her successor shall have been duly elected and qualified. At each meeting of shareholders, commencing with the 2000 annual meeting, (i) directors elected to succeed those directors whose terms then expire shall be elected for a three-year term of office to expire at the third succeeding annual meeting of shareholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified, and (ii) if authorized by a resolution of the Board of Directors, directors may be elected to fill any vacancy on the Board of Directors, regardless of how such vacancy shall have been created.

Section 2.3 Executive and Other Committee. The Board of Directors, by a resolution adopted by a majority of the directors, may designate committees consisting of two (2) or more persons, who may or may not be directors, and the Board of Directors may delegate to any committee any authority that the Board of Directors deems desirable, including the right to delegate to an Executive Committee the power to exercise all the authority of the Board of Directors in the management of the affairs and property of the Corporation. All members of committees that exercise powers of the Board of Directors must be members of the Board of Directors.

Section 2.4 Compensation. Unless otherwise restricted by the Charter or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. Without limiting the generality of the foregoing, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of

Directors or a stated salary as a director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

### **ARTICLE 3 OFFICERS**

Section 3.1 Number. The Corporation shall have a Chairman of the Board, a President and a Secretary, and any other officers that the Board of Directors from time to time considers necessary. The same person may hold any two (2) or more offices, except that the offices of President and Secretary shall not be held by the same person. The Corporation shall have such other officers (e.g., vice presidents, controller and assistants) as the Board of Directors from time to time may determine to be necessary or appropriate.

Section 3.2 Election and Term. The Board of Directors shall elect the officers at its annual meeting (or at a special meeting called for that purpose). Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign, but any officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 3.3 Duties. All officers shall have the authority and perform those duties in the management of the Corporation which are normally incident to their offices and as the Board of Directors provides from time to time, including those duties specified below.

A. Chairman of the Board. The Chairman of the Board shall, when present, preside at meetings of the Board of Directors and shareholders and shall exercise all powers and perform all other duties assigned by the Board of Directors.

B. President. Subject to any supervisory powers given by the Board of Directors to the Chairman of the Board, the President shall be the chief operating officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers and employees of the Corporation. In the absence of the Chairman of the Board, or if there is no Chairman of the Board, the President shall preside at meetings of the Board of Directors or shareholders. Until reassigned by the Board of Directors, the President shall be the chief executive officer of the Corporation

C. Vice Presidents. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have the other powers and perform the other duties prescribed for them respectively by the Board of Directors, by the President, or by the Chairman of the Board.

D. Chief Financial Officer. The Chief Financial Officer (who may be either the controller or a vice president or both) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including amounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall be open at all reasonable times for inspection by any directors. The Chief Financial Officer shall arrange for deposit of all moneys and other valuables in the name and to the credit of the Corporation with the depositories designated generally by the Board of

Directors, shall disburse the funds of the Corporation as provided by the Board of Directors, shall render to the Chairman of the Board, President and directors, whenever requested, an account of all transactions as Chief Financial Officer and an account of the financial condition of the Corporation.

E. Secretary. The Secretary shall keep or cause to be kept a corporate minute book. The minute book shall contain minutes of all meetings and actions of directors, committees of directors and shareholders. The Secretary shall keep or cause a transfer agent to keep a share register or a duplicate share register showing the names of all shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for shares, and the number and date of cancellation of certificates surrendered for cancellation. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, as required by law or these Bylaws, and shall keep the seal of the Corporation, if any.

Section 3.4 Bonds of Officers. The Board of Directors shall determine which officers of the Corporation, if any, shall give bond, and the bond terms and amount, the expense of the bond to be paid by the Corporation.

## **ARTICLE 4**

### **RESIGNATIONS, REMOVALS AND VACANCIES**

Section 4.1 Resignations. Any officer or director may resign at any time by giving written notice to the Chairman of the Board of Directors, the President or the Secretary. The resignation shall take effect at the time specified in the notice, or, if no time is specified, then upon its acceptance by the Board of Directors.

Section 4.2 Removal of Officers. The Board of Directors may remove any officer or agent whenever in the judgment of the Board the best interests of the Corporation will be served by the removal.

Section 4.3 Officer Vacancies. If any office becomes vacant by reason of the death, resignation, disqualification or removal of the incumbent, or from any other cause, the Board of Directors may, by the vote of a majority, elect a successor to hold office for the unexpired term in respect to which the vacancy occurred or was created. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors considers sufficient, the Board, for the time being, may delegate the powers of the absent officer to any other officer or to any director, except where otherwise provided by these Bylaws or by statute.

Section 4.4 Removal of Directors. Any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all of the then outstanding shares entitled to vote, voting together as a single class.

Section 4.5 Director Vacancies. Unless the Board of Directors otherwise determines, vacancies resulting from the death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and directors so chosen shall hold office for a term expiring at the annual meeting of shareholders at which the term of office of the class to which they have been elected expires and until such director's successor shall have been duly elected and qualified.

## **ARTICLE 5. MEETINGS OF DIRECTORS**

Section 5.1     Meetings. The annual meeting of the Board of Directors shall be held at the same place as, and immediately following, the annual meeting of the shareholders, at which time the Board of Directors shall elect the officers of the Corporation. The Board also may designate more frequent intervals for regular meetings. Special meetings may be called at any time by the Chairman of the Board, by the President or by any two (2) directors. The directors shall designate the place of any meeting.

Section 5.2     Notice of Directors' Meeting. The annual and all regular meetings of the Board of Directors may be held without notice. Special meetings shall be held upon notice of time, date and place sent by any usual means of communication not less than one (1) day before the special meeting. A director may waive the right to notice in writing before, during or after a meeting. Unless a director promptly objects to holding the meeting for lack of notice, any meeting at which all of the directors are present shall be a valid meeting whether or not notice of the meeting was given, and any business may be transacted at that meeting.

Section 5.3     Quorum and Vote. The presence of a majority of the directors constitutes a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by the Charter, these Bylaws or the laws of the State of Tennessee.

Section 5.4     Presence through Communications Equipment. Meetings of the Board of Directors, and any meeting of any committee of the Board of Directors, may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this subparagraph shall constitute presence at that meeting.

Section 5.5     Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of this Article 5. The context of those Sections changes as necessary to substitute the committee and its members for the Board of Directors and its members. The time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees also may be called by the Chairman of the Board, by the President, or by resolution of the Board of Directors, and notice of special meetings of committees shall also be given to any alternative members who have the right to attend meetings of the committee

## **ARTICLE 6 MEETINGS OF SHAREHOLDERS**

Section 6.1     Annual Meeting. The annual meeting of the shareholders of the Corporation shall be held at the time and place, either within or without the State of Tennessee, designated by the Board of Directors in the month of May, in each year, or at such other date or time as shall be determined by the Chairman of the Board or by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as properly may come before the meeting.

Section 6.2     Special Meetings. Special meetings of the shareholders may be called by a majority of the Board of Directors. The directors shall designate the time, date and place, either within or

without the State of Tennessee, of a special meeting. Shareholders may call a special meeting in accordance with the Charter of the Corporation.

Section 6.3 Notice of Shareholder Meetings. Written or printed notice stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the special meeting is called and identifying those calling the special meeting, shall be delivered either personally or by mail by or at the direction of the President, the Secretary or the person calling the meeting, to each shareholder entitled to vote at the meeting. The notice shall be delivered not less than ten (10) days nor more than two (2) months before the date of the meeting. If mailed, the notice shall be considered delivered when deposited in the United States mail, postage prepaid, addressed to the shareholder at the address which appears on the stock transfer books of the Corporation; if delivered personally, the notice shall be considered delivered when actually received by the shareholder. Such further notice shall be given as may be required by law. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the notice of meeting. The person giving the notice shall certify that the required notice has been given. Any shareholder may, in writing, waive the right to notice of annual or special meetings either before, during or after the meeting. Any previously scheduled meeting of the shareholders may be postponed by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of shareholders.

Section 6.4 Quorum and Adjournment. Except as otherwise provided by law or by the Charter, the holders of a majority of the outstanding shares of the Corporation entitled to vote generally in the election of directors, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, except that when specified business is to be voted on by a class or series voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. The Chairman of the meeting or a majority of the shares so represented may adjourn the meeting from time to time, whether or not there is such a quorum. No notice of the time and place of adjourned meetings need be given except as required by law. The shareholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 6.5 Voting and Proxies. Every shareholder entitled to vote at a meeting may do so either in person or by written proxy. The written proxy shall be filed with the Secretary of the Corporation or other officer or agent authorized to tabulate votes before being voted. A proxy entitles the holder of that proxy to vote at any adjournment of the meeting, but shall not be valid after the final adjournment of that meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the proxy provides otherwise.

Section 6.6 Record Date for Shareholder Notice and Voting. To determine the shareholders entitled to notice of any meeting, or entitled to vote at a meeting, the Board of Directors may fix a record date in advance. The record date shall not be more than seventy (70) days nor less than ten (10) days before the date of any meeting. Only shareholders of record on the specified date are entitled to notice and to vote, notwithstanding any transfer of shares on the books of the Corporation after the record date. If the Board of Directors does not fix a record date, the record date for determining shareholders entitled to notice of or to vote at a shareholders' meeting is the close of business on the business day immediately preceding the day on which notice is given.

Section 6.7 Notice of Shareholder Business and Nominations.

A. Annual Meetings of Shareholders. (1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the shareholders

may be made at an annual meeting of shareholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any shareholder of the Corporation who was a shareholder of record at the time of giving of notice provided for in this Bylaw, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this Bylaw.

(2) For nominations or other business to properly be brought before an annual meeting by a shareholder pursuant to clause (c) of subdivision (A)(1) of this Bylaw, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not less than sixty (60) days nor more than ninety (90) days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than thirty (30) days or delayed by more than sixty (60) days from such anniversary date, notice by the shareholder to be timely must be so delivered not earlier than the ninetieth (90<sup>th</sup>) day prior to such annual meeting and not later than the close of business on the later of the sixtieth (60<sup>th</sup>) day prior to such annual meeting or the tenth (10<sup>th</sup>) day following the day on which public announcement of the date of such meeting is first made by the Corporation. Such shareholder's notice shall set forth (a) as to each person whom the shareholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such shareholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such shareholder, as they appear on the Corporation's books, and of such beneficial owner and (ii) the class and number of shares of the Corporation which are owned beneficially and of record by such shareholder and such beneficial owner.

(3) Notwithstanding anything in the second sentence of subdivision (A)(2) of this Bylaw to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least seventy (70) days prior to the first anniversary of the preceding year's annual meeting, a shareholder's notice required by this Bylaw also shall be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10<sup>th</sup>) day following the day on which such public announcement is made by the Corporation.

B. Special Meetings of Shareholders. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of shareholders at which directors are to be elected pursuant to the notice of meeting (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation who is a shareholder of record at the time of giving of notice provided for in this Bylaw, who shall be entitled to vote at the meeting and who complies with the notice procedures of this Bylaw. Nominations by shareholders of persons for election to the Board of Directors may be made at such a special meeting of shareholders if the shareholder's notice required by subdivision (A)(2) of this Bylaw shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the ninetieth (90<sup>th</sup>) day prior to such special meeting and not later than the close of business on the later of the sixtieth (60<sup>th</sup>) day prior to such

special meeting or the tenth (10<sup>th</sup>) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting.

C. General. (1) Only such persons who are nominated in accordance with the procedures set forth in this Bylaw shall be eligible to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this Bylaw. Except as otherwise provided by law, the Charter or these Bylaws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made in accordance with the procedures set forth in this Bylaw and, if any proposed nomination or business is not in compliance with this Bylaw, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this Bylaw, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this Bylaw, a shareholder also shall comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Bylaw. Nothing in this Bylaw shall be deemed to affect any rights (i) of shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock to elect directors under specified circumstances.

Section 6.8 Procedure for Election of Directors. Election of directors at all meetings of the shareholders at which directors are to be elected shall be by ballot (which may be represented by properly executed proxies), and, subject to the rights of the holders of any class or series of Preferred Stock to elect additional directors under specified circumstances, a plurality of the votes cast thereat shall elect directors. All other matters submitted to a vote of shareholders at any meeting shall be determined by the vote required by the Charter or these Bylaws or, if the Charter or these Bylaws impose no voting requirement, by the Board of Directors or by applicable law.

## **ARTICLE 7**

### **ACTION BY WRITTEN CONSENT**

Whenever the directors or shareholders are required or permitted to take any action by vote, the action may be taken without a meeting by unanimous written consent. The written consent shall (i) set forth the action taken, (ii) be signed by all the persons entitled to vote on that action, (iii) indicate each person's vote or abstention and (iv) be filed with the minutes of proceedings of the Board of Directors, committee or shareholders, as the case may be, in the minute book.

## **ARTICLE 8**

### **CAPITAL STOCK**

Section 8.1 Stock Certificates. The Board of Directors may determine to issue to each shareholder a certificate or certificates of capital stock of the Corporation in the form prescribed by the Board of Directors. Unless otherwise decided by the Board of Directors, all certificates shall be signed in the name of the Corporation by the Chairman of the Board or the President and by the Chief Financial Officer or the Secretary of the Corporation. Any or all of the signatures on the certificates may be facsimile. If any officer, transfer agent, or registrar who has signed or whose facsimile signature has been

placed on a certificate ceases to be an officer, transfer agent, or registrar before that certificate is issued, it may be issued by the Corporation with the same effect as if that person were an officer, transfer agent, or registrar at the date of issue. The Board of Directors also may elect, in lieu of issuing certificates, to provide for the issuance of uncertificated shares of the capital stock of the Corporation; however, all shares of the same class must be either certificated or uncertificated.

Section 8.2     Transfer of Shares. Subject to any restrictions on transfer imposed by either the applicable securities laws or any shareholder agreement, shares of stock may be transferred on the books of the Corporation by delivery and surrender of the properly assigned certificate, or with respect to a transfer of uncertificated shares, a written order to the Corporation, in a form acceptable to the Corporation and its transfer agent, authorizing and instructing the Corporation to effect the transfer.

Section 8.3     Loss of Certificates. In case of loss, mutilation or destruction of a certificate of stock, a duplicate certificate may be issued upon the terms prescribed by the Board of Directors, including provision for indemnification of the Corporation secured by a bond or other security sufficient to protect the Corporation against any claim that may be made against it, including any expense or liability, on account of the alleged loss, theft, or destruction of the certificate or the issuance of the replacement certificate.

## **ARTICLE 9 INDEMNIFICATION**

Section 9.1     Right to Indemnification. The Corporation, to the fullest extent permitted by applicable law as then in effect, shall indemnify any person (an "Indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness), or is threatened to be involved, in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation, any action, suit, or proceeding by or in the right of the corporation to procure a judgment in its favor (each, a "Proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee or agent of another corporation, partnership, joint venture, trust or other enterprise against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any Proceedings. This indemnification shall be a contract right and shall include the right to receive payment in advance of any expenses incurred by an Indemnitee in connection with Proceedings, consistent with the provisions of applicable law as then in effect.

Section 9.2     Contracts and Funding. The Corporation may enter into contracts with any director, officer, employee or agent of the Corporation in furtherance of the provisions of this Article 9, and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of all amounts necessary to effect indemnification as provided in this Article 9.

Section 9.3     Employee Benefit Plans. For purposes of this Article 9, references to "other enterprises" shall include employee benefit plans and employee welfare benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, that director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation.

Section 9.4 Indemnification Not Exclusive Right. The right of indemnification and advancement of expenses provided in this Article 9 is not exclusive of any other rights to which a person seeking indemnification may otherwise be entitled, under any statute, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office. The provisions of this Article 9 shall benefit the heirs and legal representatives of any person entitled to indemnity under this Article 9 and shall be applicable to Proceedings commenced or continuing after the adoption of this Article 9, whether arising from acts or omissions occurring before or after adoption.

Section 9.5 Advancement of Expenses and Procedures. In furtherance, but not in limitation, of the provisions in this Article 9, the following procedures and remedies apply with respect to advancement of expenses and the right to indemnification:

A. Advancement of Expenses. All reasonable expenses incurred by or on behalf of an Indemnitee in connection with Proceedings shall be advanced from time to time to the Indemnitee by the Corporation within twenty (20) days after the receipt by the Corporation of a statement or statements from the Indemnitee requesting the advance, whether prior to or after final disposition of a Proceeding. Each statement shall reasonably evidence the expenses incurred by the Indemnitee, and if required by law at the time of the advance, shall include or be accompanied by an undertaking by or on behalf of the Indemnitee to repay the amounts advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified against those expenses.

B. Written Request for Indemnification. To obtain indemnification under this Article 9, an Indemnitee shall submit to the Secretary of the Corporation a written request, including all documentation and information reasonably available to the Indemnitee and reasonably necessary to determine whether and to what extent the Indemnitee is entitled to indemnification (the "Supporting Documentation"). The determination of the Indemnitee's entitlement to indemnification shall be made within a reasonable time after receipt by the Corporation of the written request for indemnification together with the Supporting Documentation. The Secretary of the Corporation, promptly upon receipt of a request for indemnification, shall advise the Board of Directors in writing of that request.

C. Procedure for Determination. An Indemnitee's entitlement to indemnification shall be determined: (1) by the Board of Directors by majority vote of a Board quorum consisting of directors not at the time parties to the Proceeding; (2) if a quorum cannot be obtained under subdivision (C)(1), by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the Proceeding; (3) by independent special legal counsel selected by the Board of Directors or its committee in the manner prescribed in subdivision (C)(1) or (C)(2); or if those subdivisions cannot be satisfied, selected by majority vote of the full Board (in which selection directors who are parties may participate); or (4) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the Proceeding may not be voted on the determination.

## **ARTICLE 10 RECORDS AND REPORTS**

Section 10.1 Maintenance of Certain Records. The Corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar, and as otherwise determined by resolution of the Board of Directors, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each.

Section 10.2 Inspection of Records by Shareholders. A shareholder may, during regular business hours on five (5) business days prior written demand on the Corporation, inspect and copy: (i) the Charter or Restated Charter and all amendments currently in effect; (ii) the Bylaws or Restated Bylaws and all amendments currently in effect; (iii) resolutions adopted by the Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding; (iv) the minutes of all shareholders' meetings for the past three (3) years; (v) all written communications to shareholders generally within the past three (3) years, including certain financial statements prepared for the past three (3) years; (vi) a list of the names and business addresses of the current directors and officers; and (vii) the most recent annual report delivered to the Tennessee Secretary of State. Shareholders may inspect other specified corporate records pursuant to Section 48-26-102 of the Tennessee Business Corporation Act.

Section 10.3 Inspection of Records by Directors. Every director has the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Inspection by a director may be made in person or by an agent or attorney duly designated by the director, and the right of inspection includes the right to copy and make extracts.

## **ARTICLE 11 GENERAL CORPORATE MATTERS**

### **Section 11.1 Record Date for Purposes Other than Notice and Voting.**

A. For purposes of determining the shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any other lawful action (other than notice of a meeting or voting, the Board of Directors may fix, in advance, a record date, which shall not be more than seventy (70) days before that action, and only shareholders of record on the date fixed are entitled to receive the dividend, distribution, or allotment of rights or to exercise the rights, notwithstanding any transfer of any shares on the books of the Corporation after the specified record date, except as otherwise provided in the Tennessee Business Corporation Act.

B. If the Board of Directors does not fix a record date, the record date for determining shareholders for any of these purposes shall be the close of business on the day on which the Board of Directors adopts the applicable resolution.

Section 11.2 Seal. The Corporation may adopt a corporate seal and may modify it from time to time. The seal, if any, shall contain the name of the Corporation, the year of its incorporation, and the word "Tennessee."

## **ARTICLE 12 AMENDMENT OF BYLAWS**

These Bylaws may be amended, supplemented or repealed as provided by the laws of the State of Tennessee and the Charter of the Corporation.

## **ARTICLE 13 MISCELLANEOUS PROVISIONS**

Section 13.1 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 13.2 Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Charter.

Section 13.3. Audits. The accounts, books and records of the Corporation shall be audited upon the conclusion of each fiscal year by an independent certified public accountant selected by the Board of Directors, and it shall be the duty of the Board of Directors to cause such audit to be made annually.

Section 13.4 Gender. Whenever the personal pronoun he, she or its is used herein, it shall mean an appropriate gender.

Section 13.5 Unclaimed Property. Any stock or other certificate of ownership, or any dividend, profit, distribution, interest, payment on principal, or other sum held or owing any person or entity who, as of December 31, 1998, was a former member of DeKalb Telephone Cooperative, Inc., who has not claimed it or corresponded in writing either to the cooperative or to the Corporation concerning it, within four (4) years after the date prescribed for payment or delivery is presumed abandoned and shall revert to the Corporation. The failure to claim such property or correspond with respect to it shall constitute an irrevocable assignment and contribution by the former member of the property to the capital of the Corporation.

#### **ARTICLE 14 CONTRACTS, PROXIES, ETC.**

Section 14.1 Contracts. Except as otherwise required by law, the Charter or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on behalf of the Corporation by such officer or officers (including any assistant officer) of the Corporation as the Board of Directors may from time to time direct. Such authority may be general or confined to specific instances as the Board of Directors may determine. The Chairman of the Board, the President or any Vice President may execute bonds, contracts, deeds, leases and other instruments to be made or executed for or on behalf of the Corporation. Subject to any restrictions imposed by the Board of Directors or the Chairman of the Board, the President or any Vice President of the Corporation may delegate contractual power to others under his jurisdiction, it being understood, however, that any such delegation of power shall not relieve such officer of responsibility with respect to the exercise of such delegated power.

Section 14.2 Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the Chairman of the Board, the President or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, if any, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

DTC Communications Corp.

Exhibit 3

Names and Addresses of  
Officers of DTC Communications Corp.

DTC Communications Corp.  
Names and Addresses of Officers

All officers may be contacted through DTC's corporate offices at 111 High Street, Alexandria, Tennessee 37012-0247; telephone: (615) 529-2151; facsimile: (615) 529-2194.

Roy N. Pugh	Chairman of the Board
H. Wayne Gassaway	President and Chief Executive Officer
Ron Ferrell	Vice President – Operations
Gerald Hall	Vice President – Wireless and Marketing
Randy Bogle	Vice President – Operations Support
Morris Bowles	Vice President – MIS
Denise J. Brown	Controller
Phyllis McKinney	Secretary

DTC Communications Corp.

Exhibit 4

Prospectus/Information Statement as filed with the  
Securities and Exchange Commission on  
January 11, 2000

DTC Communications Corp.

Exhibit 5

Biographies of Senior Executive Team

DTC Communications Corp.  
Biographies of Senior Executive Team

**H. Wayne Gassaway**, President and Chief Executive Officer, received an Associate Degree in Arts/Business from Lindsey Wilson College in Columbia, Kentucky and a Bachelor of Science/Management degree from Lewis Clark State College in Lewiston, Idaho. Mr. Gassaway's 31 years in the telecommunications industry include 24 years in management. Those positions include Engineering and Construction Manager, Customer Service Manager and Assistant Manager in addition to 12 years serving as General Manager in a cooperative environment. He assumed the position of General Manager of the Cooperative in 1990.

**Denise Brown**, Controller, received her BBA degree with a major in Accounting and a minor in Business Administration from Middle Tennessee State University. A certified public accountant, she joined the Cooperative in 1988 and became controller in 1991. Ms. Brown's prior work experience was in the banking and health care industries.

**Phyllis McKinney**, Corporate Secretary, has served in the telecommunications industry for 19 years. Prior to becoming Office Manager of the Cooperative in January 1997, she was in the position of Administrative Supervisor for 11 years. Ms. McKinney's previous work experience was in the trucking and insurance industries.

**Jerrell Hall**, Vice President of Cellular Operations, has been in the telecommunications industry for 33 years, and served 23 of those years in management positions. Mr. Hall held the position of Central Officer Supervisor for 8 years, Marketing Manager for 5 years and Cellular/Marketing Manager for the past 10 years.

**Randy Bogle**, Vice President of Operation Support, has 23 years of experience in the telecommunications industry, having been employed with the Cooperative since 1976. His management experience includes 12 years as Quality Assurance and Safety Officer and, most recently, 3 years as Operations Manager of the Cooperative.

**Morris Bowles**, Vice President of Information Systems, has 30 years of experience in the data processing field, with 8 of those years in the telecommunications industry. Mr. Bowles served as Data Processing Manager in the construction industry for 19 years. He became employed with the Cooperative as Assistant Data Processing Manager in December 1991 and was promoted to Data Processing Manager in 1992.

**Ron Ferrell**, Vice President of Operations, has been in the telecommunications industry for 27 years, all of which have been with the Cooperative. His management experience includes 1 year as Switching and Transmission Supervisor and 9 years as Plant Facilities Supervisor and Plant Manager. Prior to his employment with the Cooperative, Mr. Ferrell was employed with the Corps of Engineers and served 3 years in the United States Navy, during which he worked with radio communications.

**DTC Communications Corp.**

**Exhibit 6**

**Small and Minority-Owned Telecommunications  
Business Participation Plan**

DTC Communications Corp.  
Small and Minority-Owned Telecommunications  
Business Participation Plan

Pursuant to T.C.A. § 65-5-212, as amended, DTC Communications Corp. (“DTC”) submits this small and minority-owned telecommunications business participation plan (the “Plan”) along with is Application for a Certificate of Public Convenience and Necessity to provide telecommunications services throughout the State of Tennessee.

**I. Purpose.**

The purpose of § 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. DTC is committed to the goals of § 65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. DTC will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, DTC will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to DTC of such opportunities. DTC’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain information regarding qualified vendors. Moreover, DTC will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

**II. Definitions.**

As defined in § 65-5-212:

“*Minority-Owned Business*” shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the

economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*“Small Business”* shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

### **III. Administration.**

DTC’s Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting DTC’s full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Phyllis McKinney, Secretary  
DTC Communications Corp.  
111 High Street  
Alexandria, Tennessee 37012-0247  
Telephone: (615) 529-2151  
Facsimile: (615) 529-2194

The Administrator’s responsibilities will include:

- (1) maintaining an updated Plan in full compliance with § 65-5-212 and the rules and orders of the Tennessee Regulatory Authority;
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan;
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates;
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in § 65-5-212;

(5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts;

(6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority;

(7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses; and

(8) providing information and educational activities to persons within DTC and training such persons to seek out, encourage and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

(1) Chambers of Commerce;

(2) Tennessee Department of Economic and Community Development;

(3) United States Department of Commerce:

(a) Small Business Administration; and

(b) Office of Minority Business;

(4) National Minority Supplier Development Counsel;

(5) National Association of Women Business Owners;

(6) National Association of Minority Contractors; and

(7) Historically Black Colleges, Universities and Minority Institutions.

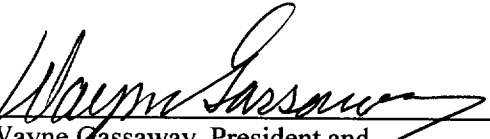
The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production and deadline requirements.

#### **IV. Records and Compliance Reports.**

DTC will maintain records of qualified small and minority-owned businesses and efforts to use the goods and services of such businesses. In addition, DTC will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

DTC will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, DTC will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

DTC COMMUNICATIONS CORP.

By:   
Wayne Gassaway, President and  
Chief Executive Officer

Dated: February 7, 2000